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9
10 **IN THE UNITED STATES DISTRICT COURT**
11 **FOR THE DISTRICT OF NEVADA**

12 CHARLES WILLIAMS, on behalf of himself)
13 and all other similarly situated,)

14 Plaintiff,)

15 v.)

16 CSRA, INC., NANCY KILLEFER, BILLIE)
17 IDA WILLIAMSON, SANJU K. BANSAL,)
18 JOHN F. YOUNG, CRAIG L. MARTIN,)
19 SEAN O'KEEFE, MICHELE A.)
20 FLOURNOY, LAWRENCE B. PRIOR, III,)
21 KEITH B. ALEXANDER, MARK A.)
22 FRANTZ, and MICHAEL E. VENTLING,)

23 Defendants.)
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Case No. 2:18-cv-00407

**STIPULATION OF DISMISSAL AND
ORDER**

1 WHEREAS, Plaintiff filed the above-captioned action (the “Action”) challenging the
2 public disclosures made in connection with the proposed acquisition of CSRA Inc. (“CSRA”) by
3 General Dynamics Corporation (“Parent”) and its wholly-owned subsidiary, Red Hawk
4 Enterprises Corp. (“Merger Sub,” and together with Parent, “General Dynamics”) pursuant to a
5 definitive agreement and plan of merger filed with the United States Securities and Exchange
6 Commission (“SEC”) on or around February 12, 2018 (the “Transaction”);

7 WHEREAS, the Action asserted claims for violations of sections 14(d)(4), 14(e), and
8 20(a) of the Securities Exchange Act of 1934 by Defendants alleged to have been made in the
9 14D-9 Recommendation Statement (the “Recommendation Statement”) filed with the SEC on or
10 around March 5, 2018;

11 WHEREAS, on March 27, 2018, CSRA filed an amendment to the Recommendation
12 Statement that addressed and mooted claims regarding the sufficiency of the disclosures in the
13 Recommendation Statement (the “Supplemental Disclosures”);

14 WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend
15 that no claim asserted in the Action was ever meritorious;

16 WHEREAS, Plaintiff’s counsel assert that the prosecution of the Action caused the
17 Defendants to disseminate the Supplemental Disclosures and that Plaintiff’s counsel have the
18 right to seek and recover attorneys’ fees and expenses in connection with a claimed common
19 benefit provided to CSRA’s stockholders as a result of the filing of the Supplemental
20 Disclosures, and it is the current intention of counsel for Plaintiff to submit an application
21 seeking to recover mootness fees (the “Fee Application”) in connection with the mooted claims
22 if the parties cannot resolve Plaintiff’s Fee Application;

23 WHEREAS, all of the Defendants in the Action reserve all rights, arguments and
24 defenses, including the right to oppose any potential Fee Application;

25 WHEREAS, no class has been certified in the Action; and
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1 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly
2 or indirectly to Plaintiff or attorneys and no promise, understanding, or agreement to give any
3 such compensation has been made, nor have the parties had any discussions concerning the
4 amount of any mootness fee application;

5 NOW, THEREFORE, upon consent of the parties and subject to the approval of the
6 Court:

7 IT IS HEREBY ORDERED this 4th day of April, 2018 that:

8 1. The Action is dismissed, and all claims asserted therein are dismissed with
9 prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without
10 prejudice.

11 2. Because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a
12 putative class, notice of this dismissal is not required.

13 3. This Order is entered without prejudice to any right, position, claim or defense
14 any party may assert with respect to the Fee Application, which includes the Defendants' right to
15 oppose the Fee Application.

16 Dated: April 3, 2018

MUCKLEROY LUNT, LLC

/s/ Martin A. Muckleroy

18 **OF COUNSEL:**

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19 **FARUQI & FARUQI, LLP**

James M. Wilson, Jr.

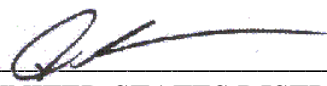
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Attorneys for Plaintiff Charles Williams

23 **IT IS SO ORDERED.**

24  4/4/2018
25 UNITED STATES DISTRICT JUDGE

OF COUNSEL:

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O'Keefe, Michele A. Flournoy, Lawrence B.
Prior, III, Keith B. Alexander, Mark A.
Frantz, and Michael E. Ventling*

IT IS SO ORDERED this _____ day of _____, 2018.

UNITED STATES DISTRICT JUDGE